

EXHIBIT A

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Filed pursuant to Rule 424(b)(5)
Registration No. 333-117111

PROSPECTUS SUPPLEMENT
(to Prospectus Dated December 27, 2004)

The Republic of Argentina

Offers to Owners of

**EACH SERIES OF BONDS LISTED IN ANNEX A TO THIS PROSPECTUS SUPPLEMENT
(collectively, the “Eligible Securities”)
to exchange Eligible Securities for its
PAR BONDS DUE DECEMBER 2038 (“PARS”),
DISCOUNT BONDS DUE DECEMBER 2033 (“DISCOUNTS”),
QUASI-PAR BONDS DUE DECEMBER 2045 (“QUASI-PARS”) AND
GDP-LINKED SECURITIES THAT EXPIRE IN DECEMBER 2035 (“GDP-LINKED SECURITIES”)
collectively, the “New Securities,” on the terms and conditions described in this prospectus supplement.**

The GDP-linked Securities will initially be attached to the PARS, Discounts and Quasi-pars.

The aggregate Eligible Amount (as defined below) of all Eligible Securities currently outstanding is U.S.\$81.8 billion, comprising U.S.\$79.7 billion of principal and U.S.\$2.1 billion of accrued but unpaid interest as of December 31, 2001, based on exchange rates in effect on December 31, 2003.

For a discussion of risk factors which you should consider in evaluating this Offer, see “Risk Factors” beginning on page S-29 of this prospectus supplement and page 18 of the accompanying prospectus.

THE OFFER WILL EXPIRE AT 4:15 P.M. (NEW YORK CITY TIME) ON FEBRUARY 25, 2005, UNLESS EXTENDED OR EARLIER TERMINATED BY ARGENTINA IN ITS SOLE DISCRETION (THE “EXPIRATION DATE”). ONLY LIMITED WITHDRAWAL RIGHTS WILL BE AVAILABLE AND ALL TENDERS WILL BE IRREVOCABLE EXCEPT UNDER CERTAIN CIRCUMSTANCES AS DESCRIBED IN THIS PROSPECTUS SUPPLEMENT.

The New Securities, other than those governed by Argentine law, will contain provisions regarding acceleration and future modifications to their terms that differ from those applicable to substantially all of Argentina’s outstanding public external indebtedness. These provisions, which are commonly referred to as “collective action clauses,” are described in the sections entitled “Description of the Securities — Default and Acceleration of Maturity” and “Description of the Securities — Modifications” on pages 204 and 206, respectively, of the accompanying prospectus. Under those provisions, modifications affecting certain reserved matters, including modifications to payment and other important terms, may be made to a single series of New Securities, other than those governed by Argentine law, with the consent of the holders of 75% of the aggregate principal amount outstanding of that series, and to multiple series of New Securities with the consent of the holders of 85% of the aggregate principal amount outstanding of all affected series and 66 2/3% in aggregate principal amount outstanding of each affected series.

Application has been made to list each series of the PARS, Discounts and GDP-linked Securities on the Luxembourg Stock Exchange, and application will be made to list each series of the New Securities on the Buenos Aires Stock Exchange and on the *Mercado Abierto Electrónico*. Argentina intends to make an application to list each series of U.S. dollar- or euro-denominated PARS, Discounts and GDP-linked Securities on a regulated market organized and managed by *Borsa Italiana S.p.A.*, provided all requirements for such listing are met. See “Plan of Distribution.”

This prospectus supplement and the accompanying prospectus may only be used in the United States, Luxembourg and in the jurisdictions in which Argentina and the international joint dealer managers are relying either on exemptions from approval by regulatory authorities or approval of this prospectus supplement and accompanying prospectus on the basis of mutual recognition of the certificate of approval issued by the Luxembourg *Commission de Surveillance du Secteur Financier* (which we refer to as the “CSSF”), together with such additional disclosure required by the regulatory authority in that jurisdiction. Holders of Eligible Securities outside the United States and Luxembourg should carefully read the sections entitled “Global Offering,” “Certain Legal Restrictions” and “Jurisdictional Restrictions” in this prospectus supplement to determine if they may rely on this prospectus supplement or participate in the Offer.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the prospectus to which it relates. Any representation to the contrary is a criminal

offense.

The international joint dealer managers for the Offer are:

Barclays Capital

Merrill Lynch & Co.

UBS Investment Bank

The date of this prospectus supplement is January 10, 2005.

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In this prospectus supplement, references to “we,” “our” and “us” are to Argentina.

This prospectus supplement, the accompanying prospectus and the related acceptance notices are together referred to as the “Offer Materials.” Transactions contemplated by the Offer Materials are referred to as the “Offer.”

A “series” of Eligible Securities refers to each issue of Eligible Securities listed in Annex A to this prospectus supplement. A “series” of New Securities refers to each issue of New Securities, including GDP-linked Securities initially attached to each series of Pars, Quasi-pars and Discounts, as described in this prospectus supplement.

When we refer to the “Par Brady Bonds and Discount Brady Bonds” in this prospectus supplement, we mean the following series of Eligible Securities:

- Discount USD L + 0.8125% (BR) due 2023,
- Discount USD L + 0.8125% (RG) due 2023,
- PAR Bonds USD 6% (BR) due 2023,
- PAR Bonds USD 6% (RG) due 2023,
- Discount DEM L + 0.8125% Due 2023, and
- PAR Bonds DEM 5.87% Due 2023.

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[Table of Contents](#)**DESCRIPTION OF THE NEW SECURITIES**

This prospectus supplement describes the terms of the New Securities in greater detail than the accompanying prospectus and may provide information that differs from the prospectus. If the information in this prospectus supplement differs from the prospectus, you should rely on the information in this prospectus supplement.

Argentina will issue the New Securities under either a trust indenture or an Argentine government decree. New Securities governed by New York law or English law will be issued under the trust indenture to be executed between Argentina and The Bank of New York, as U.S. — European trustee. New Securities issued under Argentine law will not be issued under the trust indenture but rather under Decree No. 1735/04, issued by Argentina on December 9, 2004 (the “Issuance Decree”). Although the trust indenture and the Issuance Decree contain many similar terms, a number of their terms differ, in some cases, significantly, as a result of differences in applicable law and local market practice. See “Risk Factors” beginning on page S-29.

The information contained in this section summarizes some of the terms of the New Securities, the trust indenture and the Issuance Decree. Because this is a summary, it does not contain all of the information that may be important to you as a potential investor in the New Securities. Argentina, therefore, urges you to read the trust indenture, the Issuance Decree and the form of the securities in making your investment decision. Argentina has filed or will file copies of these documents with the United States Securities and Exchange Commission and will also file copies of these documents at the offices of each of the U.S. — European trustee, the Luxembourg listing agent and the Luxembourg exchange agent, where they will be made available to you.

General Terms Common to All New Securities

The New Securities will:

- pay interest and principal (or, in the case of GDP-linked Securities, make payments in accordance with their terms) to persons in whose names the New Securities are registered at the close of business on the fifteenth calendar day preceding the corresponding payment date,
- not be redeemable before maturity (although they may amortize or expire as described below) and not be entitled to the benefit of any sinking fund,
- be direct, unconditional, unsecured and unsubordinated obligations of Argentina,
- be represented by one or more global securities in fully registered form only, without coupons,
- be available in definitive form only under certain limited circumstances (as described below),
- be issued in denominations of one unit of the currency in which your New Securities are denominated and integral multiples thereof, and
- represent a claim to their full principal at maturity (plus accrued and unpaid interest) or upon earlier acceleration in accordance with the terms, provided that there are no principal payments in respect of GDP-linked Securities.

General Terms of the Pars

The Pars will:

- mature on December 31, 2038,
- be issued in a maximum aggregate principal amount of approximately
 - U.S.\$10.0 billion or the equivalent in other currencies, if the aggregate Eligible Amount of Eligible Securities tendered and accepted pursuant to the Offer and, if concurrent with the Offer, the offer in Japan, is less than or equal to 70% (U.S.\$57.3 billion equivalent) of the aggregate Eligible Amount of all outstanding Eligible Securities, or

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–U.S.\$15.0 billion or the equivalent in other currencies, if the aggregate Eligible Amount of Eligible Securities tendered and accepted pursuant to the Offer and, if concurrent with the Offer, the offer in Japan, is greater than 70% (U.S.\$57.3 billion equivalent) of the aggregate Eligible Amount of all outstanding Eligible Securities.

For purposes of determining these amounts, Pars issued in currencies other than U.S. dollars will be converted into U.S. dollars based on exchange rates in effect on December 31, 2003.

- Argentina will pay principal in twenty equal payments, except that in the case of peso-denominated Pars, payment amounts will be adjusted for inflation based on CER. Argentina will pay the first nineteen installments on March 31 and September 30 of each year, commencing on September 30, 2029 and the last installment on December 31, 2038. Annex B to this prospectus supplement contains a schedule for principal payments on Pars denominated in U.S. dollars,
- bear interest, computed on the basis of a 360-day year of twelve 30-day months, accruing as follows:

From and including	To but excluding	Currency		
		U.S. dollars	Euro	Pesos
December 31, 2003	March 31, 2009	1.33%	1.20%	0.63%
March 31, 2009	March 31, 2019	2.50%	2.26%	1.18%
March 31, 2019	March 31, 2029	3.75%	3.38%	1.77%
March 31, 2029	December 31, 2038	5.25%	4.74%	2.48%

and,

- pay interest in cash (in the currency in which your Pars are denominated) on the Settlement Date and on March 31 and September 30 of each year and on December 31, 2038. Interest accrued on Pars from and including December 31, 2003, to but excluding March 31, 2005, will be paid in cash on the Settlement Date. The payment on the first interest payment date following the Settlement Date will consist of interest accrued from and including March 31, 2005, to but excluding such payment date.

General Terms of the Discounts

The Discounts will:

- mature on December 31, 2033,
- pay principal in twenty equal semi-annual payments on June 30 and December 31 of each year, commencing on June 30, 2024, except that in the case of peso-denominated Discounts, payment amounts will be adjusted for inflation based on CER. The twenty equal semi-annual payments will include the capitalized amounts accrued prior to the first amortization date. Because part of the interest on the Discounts is capitalized (as described below), the principal amount of the Discounts will change over time. Annex B to this prospectus supplement contains a schedule for principal payments on Discounts denominated in U.S. dollars,
- bear interest, computed on the basis of a 360-day year of twelve 30-day months, accruing from and including December 31, 2003, to and including December 31, 2033, as follows:

Currency Denomination	Annual Interest Rate
U.S. dollars	8.28%
Euro	7.82%
Pesos	5.83%

Part of the interest accrued prior to December 31, 2013, will be paid in cash and part will be capitalized. This means that on the relevant payment date the portion of interest that is capitalized is not paid in cash but instead is added to the amount of principal of your Discounts, and future calculations of interest are based on this adjusted amount of principal. Cash payments will be made in the currency in which your Discounts are denominated. The table below sets forth the annual rates of

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interest on the Discounts, broken down to reflect the portion that will be paid in cash and the portion that will be capitalized:

From and including	To but excluding	Currency					
		U.S. dollars		Euro		Pesos	
		Cash	Capitalized	Cash	Capitalized	Cash	Capitalized
December 31, 2003	December 31, 2008	3.97%	4.31%	3.75%	4.07%	2.79%	3.04%
December 31, 2008	December 31, 2013	5.77%	2.51%	5.45%	2.37%	4.06%	1.77%
December 31, 2013	December 31, 2033	8.28%	0.00%	7.82%	0.00%	5.83%	0.00%

and,

- pay interest in the manner provided above on the Settlement Date and on June 30 and December 31 of each year. For Discounts, the portion of interest that would have been payable in cash on June 30, 2004, and December 31, 2004, will be paid in cash on the Settlement Date. The portion of interest that would have been capitalized on June 30, 2004, and December 31, 2004, will be capitalized as of such dates. The principal amount of Discounts you receive upon settlement of the Offer will include the original principal amount to which you are entitled *plus* such capitalized interest. Interest that will be payable in cash and interest to be capitalized on the first interest payment date following the Settlement Date will consist of interest accrued from and including December 31, 2004, to but excluding such interest payment date.

General Terms of the Quasi-pars

The Quasi-pars will:

- mature on December 31, 2045,
- be issued in a maximum aggregate original principal amount of approximately Ps.24.3 billion,
- be denominated only in pesos,
- not be transferable for one year after the Settlement Date,
- pay principal in twenty equal semi-annual payments on June 30 and December 31 of each year, commencing on June 30, 2036; payment amounts will be adjusted for inflation based on CER,
- bear interest, computed on the basis of a 360-day year of twelve 30-day months, accruing from and including December 31, 2003, to but excluding December 31, 2045, at a rate per annum equal to 3.31%.
- Interest accrued on or before December 31, 2013, will be capitalized. After December 31, 2013, Argentina will make interest payments in cash. Accordingly, you will not receive cash payments on your Quasi-pars until June 30, 2014, but instead, the amount of principal of your Quasi-pars will be increased, on the relevant interest payment dates, by the amount of interest accrued during the immediately preceding interest period. Cash payments will be made in pesos,
- pay interest in the manner provided above on June 30 and December 31 of each year. Interest accrued on Quasi-pars that would have been capitalized on June 30, 2004, and December 31, 2004, will be capitalized as of such dates. The principal amount of Quasi-pars you receive upon settlement of the Offer will include the original principal amount to which you are entitled *plus* such capitalized interest. Interest to be capitalized on the first payment date following the Settlement Date will consist of interest accrued from and including December 31, 2004, to but excluding such interest payment date.
- will be governed by Argentine law.

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General Terms of the GDP-linked Securities

The GDP-linked Securities will:

- expire on the earlier of December 15, 2035 and the date the payment cap (as defined below) is reached,
- be issued as a single unit with the underlying Pars, Discounts or Quasi-pars. During the period of 180 days following the first day of the Settlement Date, each GDP-linked Security will remain attached to and trade as a single unit with the underlying Par, Discount or Quasi-par. Upon expiration of this 180-day period, the GDP-linked Securities and the underlying Pars, Discounts or Quasi-pars will automatically detach and will no longer constitute a single unit. Thereafter, the GDP-linked Securities will trade independently from the underlying Pars, Discounts or Quasi-pars. If the first day of the Settlement Date occurs as scheduled on April 1, 2005, then the GDP-linked Securities will detach from the underlying Pars, Discounts or Quasi-pars on September 28, 2005,
- have a notional amount equal to the corresponding Eligible Amount of Eligible Securities tendered and accepted. If the Eligible Securities tendered and accepted are not in the same currency as the GDP-linked Securities you are entitled to receive, the corresponding notional amount of the GDP-linked Securities will be determined using exchange rates in effect on December 31, 2003,
- not evidence any principal. Except as provided below, holders will not receive any payments during the life or upon the expiration of their GDP-linked Securities,
- be paid in the currency of the New Security to which the GDP-linked Securities are initially attached, which may be U.S. dollars, euro or pesos,
- be paid on December 15 of each year following the relevant reference year (as set forth below), for reference years commencing in 2005 and ending in 2034. The first payment, if any, will occur on December 15, 2006. The calculation date for the GDP-linked Securities will be November 1 of each year following the relevant reference year, commencing on November 1, 2006.
- subject to the conditions specified below, entitle holders to the following payments: On each payment date, holders of GDP-linked Securities will be entitled to receive payments in an amount equal to Available Excess GDP (as defined below) for the corresponding reference year, multiplied by the aggregate notional amount of GDP-linked securities they hold. “Available Excess GDP” is an amount per unit of currency of notional amount of GDP-linked Securities, determined in accordance with the following formula:

$$\text{Available Excess GDP} = (0.05 \times \text{Excess GDP}) \times \text{unit of currency coefficient}$$

where:

– the “unit of currency coefficient” is as set forth in the following table:

Currency	Unit of Currency Coefficient
U.S. dollars	$1/81.8 = 0.012225$
Euro	$1/81.8 \times (1/.7945) = 0.015387$
Pesos	$1/81.8 \times (1/2.91750) = 0.004190$

The unit of currency coefficient represents the proportion that one GDP-linked security with a notional amount of one unit of currency bears to the aggregate Eligible Amount of all Eligible Securities outstanding as of the date of this prospectus supplement (approximately U.S.\$81.8 billion), calculated using exchange rates in effect on December 31, 2003,

– “Excess GDP” for any reference year is the amount, if any, by which Actual Real GDP (as defined below), converted to nominal pesos, exceeds the Base Case GDP (as defined below), converted to nominal pesos. Excess GDP will be expressed in billions of nominal pesos,

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- “Base Case GDP” is the base case gross domestic product for each reference year, as set forth in the following chart:

Reference Year	Base Case GDP (1993 pesos in millions)	Reference Year	Base Case GDP (1993 pesos in millions)
2005	287,012.52	2020	458,555.87
2006	297,211.54	2021	472,312.54
2007	307,369.47	2022	486,481.92
2008	317,520.47	2023	501,076.38
2009	327,968.83	2024	516,108.67
2010	338,675.94	2025	531,591.93
2011	349,720.39	2026	547,539.69
2012	361,124.97	2027	563,965.88
2013	372,753.73	2028	580,884.85
2014	384,033.32	2029	598,311.40
2015	395,554.32	2030	616,260.74
2016	407,420.95	2031	634,748.56
2017	419,643.58	2032	653,791.02
2018	432,232.88	2033	673,404.75
2019	445,199.87	2034	693,606.89

The Base Case GDP will be adjusted in accordance with any changes to the year of base prices for calculating real gross domestic product (currently 1993), as described below. For a discussion of the evolution of Argentina’s GDP from 1999 through the third quarter of 2004, see “The Argentine Economy — Gross Domestic Product” on pages 45-51 of the accompanying prospectus.

- “Actual Real GDP” is the gross domestic product of Argentina in constant pesos for each calendar year as published by the *Instituto Nacional de Estadística y Censos* (“INDEC”). Actual Real GDP is currently calculated by INDEC using 1993 as the year of base prices. If in any year, the year of base prices for calculating Actual Real GDP is changed by INDEC, the Base Case GDP will be adjusted accordingly. For example, if INDEC changes the year of base prices from 1993 to 2000, and if Actual Real GDP for 2006 using 1993 prices were X, and using 2000 prices were Y, then the Base Case GDP would equal (i) the Base Case GDP as per chart above, (ii) multiplied by a fraction, the numerator of which is Y and the denominator of which is X.

For purposes of determining Excess GDP for any reference year, each of the Actual Real GDP and Base Case GDP for that reference year will be converted into nominal pesos by multiplying each by a fraction, the numerator of which is the GDP Deflator (as defined below) for the reference year and the denominator of which is the GDP deflator for the year of base prices used to calculate Actual Real GDP and Base Case GDP for that reference year. As noted above, 1993 is currently the year of base prices, and the GDP Deflator for that year is one.

The “GDP Deflator” for any given year is the quotient that results from dividing the Actual nominal GDP for that year by Actual Real GDP for the same year, in each case as published by INDEC.

For purposes of effecting payments on GDP-linked Securities, the Available Excess GDP will be converted to the relevant payment currency using the average free market exchange rate of pesos to the applicable payment currency during the 15 calendar days preceding December 31 of the relevant reference year.

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All calculations of payments (if any) will be performed by the Ministry of Economy and Production of the Republic of Argentina, and any announcement of payment amounts will be made through the U.S. — European trustee or publication as described below under “—Notices.”

Annex F to this prospectus supplement contains sample calculations related to payments on GDP-linked Securities.

- no longer be entitled to any payments if the total amount paid, during the life of the GDP-linked Securities, per unit of GDP-linked Security exceeds 0.48, measured per unit of currency. We refer to this amount as the “payment cap for GDP-linked Securities.” For example, if you receive GDP-linked Securities in a notional amount equal to U.S.\$1 million, the payment cap for your GDP-linked Securities would equal U.S.\$480,000.

If the payment cap for a GDP-linked Security is reached in a payment year prior to the scheduled expiration of the GDP-linked Securities, the GDP-linked Securities will be deemed to have expired in such year.

If, for any given year, the aggregate payment due under a GDP-linked Security is greater than the amount remaining under the payment cap for that security, then the remaining amount available under the payment cap for that GDP-linked Security will be distributed to the holder of that security.

- be entitled to payments by Argentina in respect of any given reference year only if the following three conditions are met:
 - for the reference year, Actual Real GDP exceeds Base Case GDP;
 - for the reference year, annual growth in Actual Real GDP exceeds the growth rate in Base Case GDP for such year (for your reference, the Base Case GDP for 2004 is Ps.275,276.01 million, measured in 1993 pesos); and
 - total payments made on a GDP-linked Security do not exceed the payment cap for that GDP-linked Security.

Annual growth of “Actual Real GDP” will be calculated by dividing Actual Real GDP for the reference year by the Actual Real GDP for the year preceding the reference year, minus one. For purposes of this calculation, the Actual Real GDP for the reference year and the preceding year will be measured using the same year of base prices, with Actual Real GDP for the year preceding the reference year adjusted, if necessary, to reflect any changes in the year of base prices implemented during such reference year (for an example of how this adjustment is effected see the definition of Actual Real GDP above).

- be governed by the same law as the New Security to which the GDP-linked Security is initially attached.

Payments

If any date for an interest or principal payment is not a business day, Argentina will make the payment on the next business day. Argentina will treat such payments as if they were made on the due date, and no interest on the New Securities will accrue as a result of the delay in payment.

For the purpose of this section, a “business day” means:

- with respect to U.S. dollar-denominated New Securities (other than U.S. dollar-denominated New Securities governed by Argentine law), any day that is not a Saturday or Sunday, and that is not a day on which banking or trust institutions are authorized generally or obligated by law, regulation or executive order to close in New York City or Buenos Aires,
- with respect to euro-denominated New Securities, any day that is not a Saturday or Sunday, and that is not a day on which banking or trust institutions are authorized generally or obligated by law, regulation

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or executive order to close in Buenos Aires, and that is also a day on which the TARGET system, or any successor system, is open for business, or

- with respect to peso-denominated New Securities and U.S. dollar-denominated New Securities governed by Argentine law, any day that is not a Saturday or Sunday, and that is not a day on which banking or trust institutions are authorized generally or obligated by law, regulation or executive order to close in New York City or Buenos Aires, and that is also a day on which the TARGET system, or any successor system, is open for business.

In the case of U.S. dollar-denominated New Securities, except U.S. dollar-denominated New Securities governed by Argentine law, the U.S.-European trustee will make payments to DTC or its nominee, as the registered owner of such New Securities, which will receive the funds for distribution to the holders of such New Securities;

In the case of euro-denominated New Securities, the U.S.-European trustee will make payments to the common depositary for Euroclear or Clearstream, Luxembourg, or its nominee, as the registered owner of such New Securities, which will receive the funds for distribution to the holders of such new securities;

In the case of peso-denominated New Securities (including Quasi-pars) and U.S. dollar-denominated New Securities governed by Argentine law, payments will be made to CRYL, which will receive the funds for distribution to the holders of such New Securities.

Holders of New Securities will be paid in accordance with the procedures of the relevant clearing system and its direct participants, if applicable. Neither Argentina nor the trustees shall have any responsibility or liability for any aspect of the records of, or payments made by, the relevant clearing system or its nominee or direct participants, or any failure on the part of the relevant clearing system or its direct participants in making payments to holders of the New Securities from the funds they receive. Notwithstanding the foregoing, Argentina's obligations to make payments of principal and interest on the New Securities shall not have been satisfied until such payments are received by registered holders of the New Securities.

Paying Agents and Transfer Agent

Until each series of the New Securities are paid, the U.S.-European trustee will maintain, at Argentina's expense, a trustee paying agent and a transfer agent in New York City and in a Western European city for payment on and transfers of the New Securities governed by New York law or English law (which will include Luxembourg, so long as the New Securities are listed on the Luxembourg Stock Exchange and the rules of that exchange so require). The U.S.-European trustee will also maintain, at Argentina's expense, a paying agent in a Member State of the European Union that is not obliged to deduct or withhold tax pursuant to European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2002, on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive. The U.S.-European trustee has initially appointed The Bank of New York to serve as its trustee paying agent and transfer agent in New York City and The Bank of New York (Luxembourg) S.A. to serve as its trustee paying agent and transfer agent in Luxembourg. The U.S. — European trustee will promptly provide notice of the termination or appointment of, or of any change in the office of, any trustee paying agent or transfer agent.

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Repurchase of New Securities and Other Debt Obligations with Excess Payment Capacity

Argentina has calculated an annual payment capacity as described below equal to the following amounts for each of the years indicated:

Calendar Year	Annual Payment Capacity (in millions of U.S. dollars)
2004	U.S.\$ 891.0
2005	973.2
2006	1,007.0
2007	1,042.2
2008	1,078.9
2009	1,615.5

We refer to the amounts set forth above as the “annual payment capacity.” These amounts reflect Argentina’s payment obligations under the Pars, Discounts and Quasi-pars if it were to achieve 100% holder participation in the Offer and were to issue, in U.S. dollars, (i) the maximum aggregate principal amount of Pars and Quasi-pars permissible under the terms set forth in this prospectus supplement and (ii) Discounts to the extent demand for Pars and Discounts exceeded these limits.

We refer to the total amount of payments made under the bullet points below, during any given calendar year, as “annual eligible debt service”:

- payments made under any New Securities issued pursuant to the Offer,
- payments made under any New Securities issued outside the Offer,
- payments made under any Eligible Securities, if such Eligible Securities are amended subsequent to the settlement of the Offer, and
- payments made on any Eligible Securities pursuant to any judgment or post-judgment settlement.

We refer to the difference between the annual payment capacity for any given calendar year and the annual eligible debt service, as the “annual excess payment capacity.”

Under the terms of the New Securities, Argentina undertakes to apply the annual excess payment capacity, if any, for any given calendar year through 2009 towards the repurchase of any outstanding New Securities or other outstanding debt obligations (excluding Eligible Securities not tendered or accepted pursuant to the Offer, or any subsequent offer, nor resulting from Eligible Securities amended subsequent to the settlement of the Offer). All New Securities or other outstanding debt obligations so repurchased will be cancelled. Such repurchases would take place no later than twelve months after the end of each such calendar year. **Argentina will determine within its sole discretion which New Securities or other eligible debt obligations to repurchase. These repurchases may be conducted, at Argentina’s sole discretion, through a bidding process in which holders of New Securities or other eligible debt obligations are invited to present competing offers for the sale of their New Securities or other debt obligations, in the secondary market or otherwise. No holder of New Securities will be entitled to demand that Argentina so repurchase or offer to repurchase such holder’s New Securities.**

Argentina will announce any such repurchases to be conducted through a bidding process by publishing prior notice in various newspapers as described under “Description of the New Securities — Notices.”

Repurchase of New Securities with Excess GDP

Under the terms of the New Securities, in respect of any reference year from 2005 through 2010, Argentina undertakes to apply towards the repurchase of any outstanding New Securities, 5% of the Excess GDP for the relevant reference year. All New Securities so repurchased will be cancelled. Such repurchases would take place during the calendar year following the calculation date (as defined above) for the relevant reference year. **Argentina will determine within its sole discretion which New Securities to repurchase. These**

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repurchases may be conducted, at Argentina's sole discretion, through a bidding process in which holders of New Securities are invited to present competing offers for the sale of their New Securities, in the secondary market or otherwise. No holder of New Securities will be entitled to demand that Argentina so repurchase or offer to repurchase such holder's New Securities.

Argentina will announce any such repurchases to be conducted through a bidding process by publishing prior notice in various newspapers as described under "Description of the New Securities — Notices."

Rights Upon Future Offers

Under the terms of the Pars, Discount and Quasi-pars, if following the expiration of the Offer until December 31, 2014, and except as provided below, Argentina voluntarily makes an offer to purchase or exchange or solicits consents to amend any Eligible Securities not tendered or accepted pursuant to the Offer, Argentina has agreed that it will take all steps necessary, including making any required filings, so that each holder of Pars, Discounts or Quasi-pars will have the right, for a period of at least 30 days following the announcement of such offer, to exchange any of such holder's Pars, Discounts or Quasi-pars for (as applicable):

- the consideration in cash or in kind received in connection with such purchase or exchange offer, as the case may be, or
- securities having terms substantially the same as those resulting from such amendment process,

in each case in accordance with the terms and conditions of such exchange offer or amendment process. For this purpose, such Pars, Discounts or Quasi-pars will be treated as though they were Eligible Securities that:

- are in the same currency as such Pars, Discounts or Quasi-pars, and
- have an Eligible Amount equal to the Eligible Amount of the Eligible Securities that would have been originally exchanged for such Pars, Discounts or Quasi-pars pursuant to the Offer (determined by applying the inverse of the relevant exchange ratio applied in the Offer).

In order to participate in any such purchase, exchange or amendment process, holder of Pars, Discounts or Quasi-pars will be required to surrender GDP-linked Securities in a notional amount equal to the Eligible Amount of Eligible Securities tendered in exchange for such Pars, Discounts and/or Quasi-pars, or, but only if an active trading market and published secondary market price quotations exist for GDP-linked Securities, pay cash to Argentina in an amount equal to the market price of that amount of GDP-linked Securities calculated on the market observation date that is at least six months prior to the announcement of such future transaction. The "market observation date" for this purpose is any March 31 or September 30, on which dates the trustee will calculate the market price of the GDP-linked Securities.

The notional amount of GDP-linked Securities that must be surrendered with respect to Pars, Discounts or Quasi-pars may be determined by applying the inverse of the exchange ratio corresponding to such Pars, Discounts or Quasi-pars that was applied in the Offer. For instance, a holder of U.S.\$1,000 in principal amount of Discounts would have to surrender GDP-linked Securities in a notional amount equal to approximately U.S.\$2,967. This amount of GDP-linked Securities is determined by applying the inverse of the applicable exchange ratio used in determining the principal amount of Discounts tendering holders were entitled to receive in exchange for their Eligible Securities: $(1/0.337) \times (\text{U.S.}\$1,000) = \text{U.S.}\$2,967$. For a full listing of applicable exchange ratios see "Terms of the Offer — Consideration to be Received Pursuant to Tenders (except for Par Brady Bonds and Discount Brady Bonds)".

This "Rights upon Future Offers" covenant constitutes a "reserve matter" under the terms of the New Securities, and any modification, amendment, supplement or waiver to this covenant is a "reserve matter modification" under the terms of the New Securities issued pursuant to the trust indenture. See "Description of the Securities — Description of Debt Securities" in the accompanying prospectus for more details on this modification process.

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The right of holders of Eligible Securities to participate in future exchange offers and/or amendment processes as described above will not apply to any exchange offer conducted pursuant to Decree No. 1,375, relating to certain exchange offers of Eligible Securities held by Argentine pension funds.

Further Issues

Under the terms of the trust indenture, Argentina may, from time to time without the consent of holders of the New Securities, create and issue additional debt securities ranking *pari passu* with the New Securities governed by New York law or English law and having the same terms and conditions as any series of such New Securities, or the same except for the amount of the first payment of interest on such additional debt securities. Argentina may also consolidate the additional debt securities to form a single series with any outstanding series of New Securities governed by New York law or English law. Any such additional debt securities, however, may not have, for purposes of U.S. federal income taxation, a greater amount of original issue discount than the relevant series of such New Securities have as of the date of the issuance of such additional debt securities.

Under the terms of the Issuance Decree, New Securities governed by Argentine law contain no provisions relating to the creation or issuance by Argentina of additional debt securities, including debt securities that may rank *pari passu* with such New Securities or having the same terms and conditions of such New Securities.

Seniority

The New Securities governed by New York law and English law will constitute the direct, unconditional, unsecured and unsubordinated obligations of Argentina and will rank *pari passu* and without preference among themselves, without any preference one over the other by reason of priority of date of issue or currency of payment or otherwise, and at least equally with all of Argentina's other present and future unsecured and unsubordinated External Indebtedness (as defined in the accompanying prospectus under "Description of the Securities — Negative Pledge").

General Terms of New Securities Governed by Argentine Law

Under the terms of the Issuance Decree for New Securities governed by Argentine law, the principal amount of all Pars, Discounts and Quasi-pars denominated in pesos will be adjusted for inflation based on the *Coeficiente de Estabilización de Referencia*, or "CER," a unit of account whose value in pesos is indexed to consumer price inflation in Argentina, as measured by changes in the consumer price index, or "CPI." The CER is published by the Central Bank on a monthly basis. The amount of principal amortizations on any Pars, Discount or Quasi-pars will be adjusted over time to reflect the CER-adjusted principal amount of these securities. Likewise, the amount of interest that accrues on these securities will be determined on the CER-adjusted principal amount.

The CER-adjusted principal amount of any peso-denominated Pars, Discount or Quasi-pars will be determined by the Office of National Public Credit of the Ministry of Economy and Production of Argentina prior to date on which any principal and/or interest payments on such securities is due (in the case of interest, whether payable in cash or capitalized). The Office of National Public Credit will determine this CER-adjusted principal amount by multiplying (x) the original principal amount of the peso-denominated Pars, Discounts or Quasi-pars as of December 31, 2003, by (y) a fraction, the numerator of which is equal to the CER corresponding to the 10-day period immediately preceding the relevant payment date, and the denominator of which is the CER corresponding to the 10-day period immediately preceding December 31, 2003. Argentina will announce any such adjustments to the outstanding principal amount of any Pars, Discounts or Quasi-pars at least annually by publishing notices in relevant newspapers, as necessary, as described under "Description of the New Securities — Notices."

The Issuance Decree does not contain certain covenants granted to holders of New Securities governed by New York law or English law. Argentina will have no obligation with respect to New Securities governed by Argentine law (including any Quasi-pars) to pay additional amounts for any withholding of Argentine

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taxes, duties or assessments on payments of principal or interest on such New Securities. Nor will New Securities governed by Argentine law include certain of the covenants set forth in the accompanying prospectus, such as negative pledge or events of default.

Notices

Argentina will deliver all notices to holders of New Securities by first-class prepaid post to each holder's address as it appears in the register for the New Securities and publish all notices, in English, in London's *Financial Times* and New York City's *The Wall Street Journal*, and in Spanish, in a newspaper of general circulation in Argentina. If at any time publication in London and New York as provided above is not practicable, notices will be valid if published in an English language newspaper with general circulation in the respective market regions as Argentina, with the approval of the U.S.-European trustee, shall determine.

In addition, in respect of any series of Pars, Discounts or GDP-linked Securities listed on the Luxembourg Stock Exchange or on a regulated market organized and managed by *Borsa Italiana S.p.A.*, and as long as such series is so listed, Argentina will publish all notices, respectively, in a newspaper with general circulation in Luxembourg (which is expected to be the *Luxemburger Wort* or the *Tageblatt*) and a newspaper with general circulation in Italy. If, in the case of Luxembourg, publication in the *Luxemburger Wort* or the *Tageblatt* is not practicable, Argentina will publish notices in another daily newspaper with general circulation in Luxembourg.

Any notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made.

Governing Law

The Pars and Discounts will be governed as follows:

- if they are denominated in U.S. dollars, by the laws of the State of New York, unless the Eligible Securities you tendered for such Pars or Discounts were governed by Argentine law, in which case you will receive Pars or Discounts governed by Argentine law (whether or not such Pars or Discounts are denominated in pesos),
- if they are denominated in euro, by English law,
- if they are denominated in pesos, by Argentine law.

The Quasi-pars will be governed by Argentine law.

The GDP-linked Securities will be governed by the law that governs the New Securities to which they are originally attached.

Jurisdiction

Subject to certain exceptions, under the trust indenture and the terms and conditions of the New Securities issued pursuant thereto, Argentina will submit to the jurisdiction of the following courts in connection with any suit, legal action or proceeding against Argentina with respect to the New Securities:

- With respect to any New Securities governed by New York law, Argentina will submit to the jurisdiction of any New York State or U.S. federal court sitting in the Borough of Manhattan, The City of New York and the courts of Argentina.
- With respect to any New Securities governed by English law, Argentina will submit to the jurisdiction of the courts of England and the courts of Argentina.

In addition, Argentina will agree that a final non-appealable judgment in any proceeding described above will be binding upon it and may be enforced by a suit upon such judgment in any such courts or in any other courts that may have jurisdiction over Argentina.

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Subject to certain exceptions, the federal courts of the City of Buenos Aires will have jurisdiction over any suit, legal action or proceeding against Argentina with respect to New Securities governed by Argentine law.

Registration and Book-Entry System

U.S. dollar-denominated New Securities (other than U.S. dollar-denominated New Securities governed by Argentine law)

New Securities denominated or paid in U.S. dollars (other than U.S. dollar-denominated New Securities governed by Argentine law) will be represented by interests in one or more permanent global securities in fully registered form, without interest coupons attached, which will be registered in the name of a nominee for DTC and which will be deposited on or before the Settlement Date with a custodian for DTC. Financial institutions, acting as direct and indirect participants in DTC, will represent your beneficial interests in the global security. These financial institutions will record the ownership and transfer of your beneficial interests through book-entry accounts, eliminating the need for physical movement of securities.

If you wish to hold securities through the DTC system, you must either be a direct participant in DTC or hold through a direct participant in DTC. Direct participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations that have accounts with DTC. *Caja de Valores* is a direct participant in DTC. Euroclear and Clearstream, Luxembourg participate in DTC through their New York depositaries. Indirect participants are securities brokers and dealers, banks and trust companies that do not have an account with DTC, but that clear through or maintain a custodial relationship with a direct participant. Thus, indirect participants have access to the DTC system through direct participants.

If you so choose, you may hold your beneficial interests in the global security through *Caja de Valores*, Euroclear or Clearstream, Luxembourg, or indirectly through organizations that are participants in such systems. *Caja de Valores* will hold their participants' beneficial interests in the global security in its securities accounts with DTC. Euroclear and Clearstream, Luxembourg will hold their participants' beneficial interests in the global security in their customers' securities accounts with their depositaries. The depositaries of Euroclear and Clearstream, Luxembourg in turn will hold such interests in their customers' securities accounts with DTC.

The laws of some jurisdictions require that certain persons take physical delivery of securities in definitive form. Such laws may impair the ability to transfer beneficial interests in these New Securities to such persons. The SEC has on file a set of the rules applicable to DTC and its participants.

In sum, you may elect to hold your beneficial interests in a U.S. dollar-denominated New Security (other than U.S. dollar-denominated New Securities governed by Argentine law):

- in the United States, through DTC;
- in Europe, through Euroclear or Clearstream, Luxembourg;
- in Argentina, through *Caja de Valores*; or
- through organizations that participate in such systems.

DTC may grant proxies or authorize its participants (or persons holding beneficial interests in the global securities through these participants) to exercise any rights of a holder or take any other actions that a holder is entitled to take under the trust indenture or the New Securities. The ability of Euroclear or Clearstream, Luxembourg to take actions as a holder of New Securities or the trust indenture will be limited by the ability of their respective depositaries to carry out such actions for them through DTC. Euroclear, Clearstream, Luxembourg and *Caja de Valores* will take such actions only in accordance with their respective rules and procedures.

As an owner of a beneficial interest in the global securities, you will generally not be considered the holder of any New Securities under the trust indenture for the New Securities.

[Table of Contents](#)***Euro-denominated New Securities***

New Securities denominated in euro will be represented by interests in one or more permanent global securities in fully registered form, without interest coupons attached, which will be registered in the name of a nominee of a common depository of Euroclear and Clearstream, Luxembourg and which will be deposited on or before the Settlement Date with that common depository. Financial institutions, acting as direct and indirect participants in either Euroclear or Clearstream, Luxembourg, will represent your beneficial interests in the global security. These financial institutions will record the ownership and transfer of your beneficial interests through book-entry accounts, eliminating the need for physical movement of securities.

If you wish to hold securities through the Euroclear or Clearstream, Luxembourg system, you must either be a direct participant in Euroclear or Clearstream, Luxembourg or hold securities through a direct participant in Euroclear or Clearstream, Luxembourg. Direct participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations that have accounts with Euroclear or Clearstream, Luxembourg. *Caja de Valores* has an account with each of these clearing systems. Indirect participants are securities brokers and dealers, banks, trust companies and trustees that do not have an account with Euroclear or Clearstream, Luxembourg, but that clear through or maintain a custodial relationship with a direct participant. Thus, indirect participants have access to the Euroclear or Clearstream, Luxembourg system through direct participants.

The laws of some jurisdictions require that certain persons take physical delivery of securities in definitive form. Such laws may impair the ability to transfer beneficial interests in these New Securities to such persons.

In sum, you may elect to hold your beneficial interests in euro-denominated New Securities:

- through Euroclear or Clearstream, Luxembourg;
- in Argentina, through *Caja de Valores*; or
- through organizations that participate in such systems.

As an owner of a beneficial interest in the global securities, you will generally not be considered the holder of any New Securities under the trust indenture.

Peso-denominated New Securities (including Quasi-pars) and U.S. dollar-denominated New Securities governed by Argentine law

Peso-denominated New Securities (including Quasi-pars) will be registered in the name of CRYL and deposited with CRYL. You may hold a beneficial interest directly if you have an account with CRYL or indirectly through an institution that has an account with CRYL (including *Caja de Valores*). Each of Euroclear and Clearstream, Luxembourg holds an account with an Argentine depository, which acts as a link with *Caja de Valores*. *Caja de Valores* has an account with CRYL.

Definitive Securities

Argentina will issue securities in definitive form in exchange for interests in a global security only if:

- a clearing system located in the United States for such series of New Securities notifies Argentina that it is unwilling or unable to continue as depository or, ceases to be a clearing agency registered under the U.S. Securities Exchange Act of 1934, as amended, (which we refer to as the “Exchange Act”), at the time it is required to be, and Argentina does not appoint a successor depository within 90 days,
- a clearing system located outside the United States for such series of New Securities is closed for a continuous period of 14 days, announces an intention permanently to cease business or does in fact do so, or is not registered or ceases to be exempt from registration under the Exchange Act,
- at any time Argentina decides it no longer wishes to have all or part of such New Securities represented by global securities, or

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- the U.S.-European trustee determines, upon the advice of counsel, that it is necessary to obtain possession of such New Securities in definitive form in connection with any proceedings to enforce the rights of holders of such New Securities.

In connection with the exchange of interests in a global security for securities in definitive form under any of the conditions described above, such global security will be deemed to be surrendered to the trustee for cancellation, and Argentina will execute, and will instruct the trustee to authenticate and deliver, to each beneficial owner identified by the relevant clearing system, in exchange for its beneficial interest in such global security, an equal aggregate principal amount of definitive securities.

If Argentina issues definitive securities, they will have the same terms and authorized denominations as the New Securities. You will receive payment of principal and interest in respect of definitive securities at the offices of the U.S.-European trustee in New York City and, if applicable, at the offices of any other trustee paying agent appointed by the U.S.-European trustee. You may present definitive securities for transfer or exchange according to the procedures in the trust indenture at the corporate trust office of the U.S.-European trustee in New York City and, if applicable, at the offices of any other transfer agent appointed by the U.S.-European trustee.

The Luxembourg Stock Exchange will be informed before Argentina issues definitive securities. If Argentina issues definitive securities, it will publish notices in a newspaper with general circulation in Luxembourg (which Argentina expects to be the *Luxemburger Wort* or the *Tageblatt*) announcing procedures for payments of principal and interest in respect of or transfer of definitive securities in Luxembourg.

When you surrender a definitive security for transfer or exchange for securities of different authorized form and denomination, the U.S.-European trustee or the transfer agent, as the case may be, will authenticate and deliver to you a security or securities of the appropriate form and denomination and of the same aggregate principal amount as the security you are surrendering. You will not be charged a fee for the registration of transfers or exchanges of definitive securities. However, you may be charged for any stamp, tax or other governmental or insurance charges that must be paid in connection with the transfer, exchange or registration of transfer of definitive securities. Argentina, the U.S.-European trustee and any other agent appointed by the U.S.-European trustee or Argentina may treat the person in whose name any definitive security is registered as the owner of such security for all purposes.

If any definitive security becomes mutilated, destroyed, stolen or lost, you can replace it by delivering the definitive security or evidence of its loss, theft or destruction to the U.S.-European trustee. Argentina and the U.S.-European trustee may require you to sign an indemnity under which you agree to pay Argentina, the U.S.-European trustee or any other agent appointed by the U.S.-European trustee for any losses they may suffer relating to the definitive security that was mutilated, destroyed, stolen or lost. Argentina and the U.S.-European trustee may also require you to present other documents or proof. After you deliver these documents, if neither Argentina nor the U.S.-European trustee has notice that a bona fide purchaser has acquired the definitive security you are exchanging, Argentina will execute, and the U.S.-European trustee will authenticate and deliver to you, a substitute definitive security with the same terms as the definitive security you are exchanging. You will be required to pay all expenses and reasonable charges associated with the replacement of this definitive security.

In case any mutilated, destroyed, stolen or lost debt security has become or will become due and payable within 15 calendar days following its delivery to the U.S.-European trustee for replacement, Argentina may pay such definitive security instead of replacing it.